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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt about any of the contents of this circular, you should obtain independent professional advice.

If you have sold or transferred all your H shares in Sinopharm Group Co. Ltd., you should at once hand this circular together with the form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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# 國藥控股股份有限公司 SINOPHARM GROUP CO. LTD.\*

*(A joint stock limited company incorporated in the People's Republic of China with limited liability  
and carrying on business in Hong Kong as 國控股份有限公司)*

**(Stock Code: 01099)**

- (1) PROPOSED DELEGATION OF CERTAIN POWER OF THE GENERAL MEETING TO THE BOARD**
- (2) GENERAL MANDATE TO ISSUE NEW SHARES**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING OF THE SHAREHOLDERS**
- (5) PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS**
- (6) PROPOSED ISSUE OF THE CORPORATE BONDS**
- (7) NOTICE OF AGM**
- (8) NOTICE OF H SHAREHOLDERS' CLASS MEETING AND**
- (9) NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING**

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A letter from the Board is set out on pages 3 to 11 of this circular. The notices convening the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to be held at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC at 9:00 a.m., 10:00 a.m. (or immediately after the conclusion of the AGM) and 10:15 a.m. (or immediately after the conclusion of the H Shareholders' Class Meeting) on Thursday, 11 June 2020, respectively, are being dispatched to the Shareholders together with this circular.

If you intend to attend the above meeting(s), please complete and return the appropriate reply slip in accordance with the instructions printed thereon as soon as possible and in any event by no later than Thursday, 21 May 2020.

Shareholders who intend to appoint a proxy to attend the above meeting(s) shall complete and return the appropriate form of proxy in accordance with the instructions printed thereon. The form of proxy must be signed by you or your attorney duly authorized in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. If the form of proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.

In the case of joint holders of Shares, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting either in person or by proxy in respect of such Shares.

For holders of H Shares, please return the proxy form together with any documents of authority to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not later than 24 hours before the respective time appointed for holding the AGM and the H Shareholders' Class Meeting. For holders of Domestic Shares, please return the proxy form together with any documents of authority to the Board Office of the Company in the PRC at Room 1603, Sinopharm Plaza, No.1001 Zhongshan West Road, Changning District, Shanghai as soon as possible, and in any event not later than 24 hours before the respective time appointed for holding the AGM and the Domestic Shareholders' Class Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, the H Shareholders' Class Meeting or the Domestic Shareholders' Class Meeting, or any adjournment thereof should you so wish.

24 April 2020

\* *The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name "Sinopharm Group Co. Ltd."*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the following meanings:*

“AGM”	the 2019 annual general meeting of the Company to be convened at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC at 9:00 a.m. on Thursday, 11 June 2020
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	Sinopharm Group Co. Ltd. (國藥控股股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, whose H shares are listed and traded on the Hong Kong Stock Exchange
“Company Law”	the Company Law of the PRC
“Corporate Bonds”	means corporate bonds of no more than RMB15 billion (inclusive) in scale proposed to be issued by the Company
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and fully paid up in RMB by PRC nationals and/or PRC incorporated entities
“Domestic Shareholders’ Class Meeting”	the Domestic Shareholders’ class meeting of the Company to be convened at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC at 10:15 a.m. (or immediately after the conclusion of H Shareholders’ class meeting) on Thursday, 11 June 2020
“General Mandate”	the general mandate to issue new Shares to be granted to the Board at the AGM
“H Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which is/are listed and traded on the Hong Kong Stock Exchange

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## DEFINITIONS

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“H Shareholders’ Class Meeting”	the H Shareholders’ class meeting of the Company to be convened at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC at 10:00 a.m. (or immediately after the conclusion of the AGM) on Thursday, 11 June 2020
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan Region
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure of the General Meeting of the Shareholders”	the rules of procedure of the general meeting of the Shareholders of the Company
“Share(s)”	the share(s) of the Company in the nominal value of RMB1.00 each, including the Domestic Share(s) and H the Share(s)
“Shareholder(s)”	the shareholder(s) of the Company

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LETTER FORM THE BOARD

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国药集团  
SINOPHARM

**國藥控股股份有限公司**  
**SINOPHARM GROUP CO. LTD.\***

*(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as 國控股份有限公司)*

**(Stock Code: 01099)**

*Executive Directors:*

Mr. Li Zhiming  
Mr. Yu Qingming  
Mr. Liu Yong

*Registered office in the PRC:*

6th Floor  
No. 221 Fuzhou Road  
Shanghai 200002  
the PRC

*Non-executive Directors:*

Mr. Chen Qiyu  
Mr. Ma Ping  
Mr. Hu Jianwei  
Mr. Deng Jindong  
Mr. Wen Deyong  
Ms. Guan Xiaohui  
Ms. Dai Kun

*Principal place of business in Hong Kong:*

Room 1601  
Emperor Group Center  
288 Hennessy Road, Wanchai  
Hong Kong

*Independent non-executive Directors:*

Mr. Yu Tze Shan Hailson  
Mr. Tan Wee Seng  
Mr. Liu Zhengdong  
Mr. Zhuo Fumin  
Mr. Chen Fangruo

24 April 2020

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED DELEGATION OF CERTAIN POWER OF THE GENERAL MEETING TO THE BOARD**  
**(2) GENERAL MANDATE TO ISSUE NEW SHARES**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING OF THE SHAREHOLDERS**  
**(5) PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS**  
**(6) PROPOSED ISSUE OF THE CORPORATE BONDS**  
**(7) NOTICE OF AGM**  
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**AND**  
**(9) NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING**

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## LETTER FORM THE BOARD

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### I. INTRODUCTION

References are made to the announcements of the Company dated 29 March 2020 in relation to the proposed amendments to the Articles of Association and the Rules of Procedure of the General Meeting of the Shareholders and the proposed issue of the Corporate Bonds.

The purpose of this circular is to provide you with detailed information regarding, among others, (i) the proposed delegation of certain power of the general meeting to the Board; (ii) General Mandate to issue new Shares; (iii) the proposed amendments to the Articles of Association; (iv) the proposed amendments to the Rules of Procedure of the General Meeting of the Shareholders; (v) the proposed issue of debt financing instruments; (vi) the proposed issue of the Corporate Bonds; and (vii) notices convening the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

### II. PROPOSED DELEGATION OF CERTAIN POWER OF THE GENERAL MEETING TO THE BOARD

In order to further clarify the authority of the Board in respect of the relevant guarantees and facilitate and improve the efficiency of the business operation of the Company and its subsidiaries, the Board proposed to seek the Shareholders' approval for delegation of the power to the Board to approve the guarantees in favor of other entities with an aggregate total value of not more than 30% of the latest audited total assets of the Company over a period of 12 months; and if the above delegation is not consistent with, collides with or conflicts with the requirements under the Hong Kong Listing Rules or other requirements of the Hong Kong Stock Exchange, the requirements under the Hong Kong Listing Rules or other requirements of the Hong Kong Stock Exchange should be followed. Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as an ordinary resolution.

### III. GENERAL MANDATE TO ISSUE NEW SHARES

The Board resolved to seek the Shareholders' approval for obtaining the General Mandate, which is an unconditional general mandate to separately or concurrently allot, issue and/or deal with Domestic Shares and/or H Shares not exceeding 20% of the aggregate nominal amount of the existing issued Domestic Shares and/or H Shares as at the date on which such General Mandate is approved by the Shareholders. As at the Latest Practicable Date, there were 1,778,845,451 Domestic Shares and 1,341,810,740 H Shares in issue. Therefore, a maximum of 355,769,090 Domestic Shares and/or 268,362,148 H Shares, representing 20% of the number of each of the existing issued Domestic Shares and/or H Shares, can be separately or concurrently allotted, issued and/or dealt with by the Board pursuant to the General Mandate to be granted by the Shareholders.

The Board will only exercise its authority under the General Mandate in accordance with the Company Law, the Hong Kong Listing Rules and the requirements of the relevant PRC regulatory authorities. The Directors believe that it is in the best interests of the Company and the Shareholders to grant the General Mandate to the Board to issue new Shares, and the ability to do so would give the Board the flexibility to capture the right opportunity. Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as a special resolution.

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## LETTER FORM THE BOARD

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The General Mandate will end on the earliest of (i) the conclusion of the next annual general meeting following the passing of the relevant resolution; (ii) 12 months from the date of passing of the relevant resolution at the AGM; or (iii) the date upon which such authority is revoked or varied by a special resolution of the Shareholders at a general meeting.

#### **IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

According to the requirements of the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No.97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) (the “**Reply**”), the fact that the registered capital of the Company increased as a result of the completion of the H shares placing of the Company in January 2020, and taking into consideration the actual circumstances of the Company, the Board resolved on 29 March 2020 to propose to make certain amendments to the Articles of Association. Relevant proposal will be put forward at the AGM for Shareholders’ consideration and approval as a special resolution. Details of the proposed amendments are set out in Appendix I to this circular.

According to Article 87 and Clause 12 of Article 88 of the Articles of Association, the proposed amendments to Article 91 of the Articles of Association shall also be approved by Domestic Shareholders and H Shareholders at the respective class meetings by way of a special resolution.

#### **V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING OF THE SHAREHOLDERS**

Given the proposed amendments to the Articles of Association, the Board also resolved to propose to make certain amendments to the Rules of Procedure of the General Meeting of the Shareholders on 29 March 2020. Relevant proposal will be put forward at the AGM for Shareholders’ consideration and approval as an ordinary resolution. Details of the proposed amendments are set out in Appendix II to this circular.

#### **VI. PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS**

In order to expand the financing channels and reduce the financing cost, the Board resolved to propose the issue of the debt financing instruments on 29 March 2020. The proceeds will be used for repaying financial institution loans and credit type maturity bonds, replenishing working capital and other reasonable uses.

In accordance with the applicable PRC laws and regulations and the Articles of Association, the proposed issue of debt financing instruments is subject to the approval by the Shareholders at the general meeting of the Company and the approval from the National Association of Financial Market Institutional Investors. Relevant proposal will be put forward at the AGM for Shareholders’ consideration and approval by way of a special resolution.

The major terms of the proposal in relation to the issue of debt financing instruments are as follows, which are subject to the approval of the National Association of Financial Market Institutional Investors:

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## LETTER FORM THE BOARD

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Issuer:	the Company
Size of the registered amount:	in a principal amount of not more than RMB30 billion, of which the registered amount of short-term financing instruments shall be no more than RMB25 billion, and the registered amount of medium-term and long-term financing instruments shall be no more than RMB5 billion
Place of the issue:	the PRC
Maturity:	the term of short-term financing instruments shall be within 365 days, while the term of medium-term and long-term financing instruments shall be 3 to 5 years
Issue method:	to be issued in multiple tranches
Use of proceeds:	to repay financial institution loans and credit type maturity bonds as well as replenish the working capital of the Company and other reasonable uses
Term of validity of the resolution:	The term of validity of the resolution passed at the general meeting in relation to the proposed issue of the debt financing instruments shall be 36 months from the date of approval at the general meeting. If the president of the Company has resolved to issue or partly issue during the valid period of authorization, and the Company has obtained the approval or permit of the issue from the regulatory authorities in the valid period of the resolution, the Company may complete the relevant issue during the valid period of such approval or permit.

It is submitted to the Shareholders to authorize the president of the Company to deal with all the matters in relation to the proposed issue of debt financing instruments in his sole discretion, including but not limited to:

- (i) according to laws, regulations, and the specific conditions of the Company and debt market, to formulate, adjust and implement the specific plans, terms and conditions for the issue of the debt financing instruments, including, among others, determination of the category(ies) of issue, the size of issue, the method of issue (including the issue amount in each tranche), the terms of issue, interest rate, use of proceeds, guarantee and debt security arrangements;
- (ii) to formulate, approve, execute, modify and announce the legal documents relating to the issue, and make the appropriate adjustment or supplement to the filings pursuant to the requirements of the regulatory authorities;



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## LETTER FORM THE BOARD

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- (iii) to select the bond trustee(s), execute bond trustee management agreement(s) and promulgate the rules for bondholders' general meeting;
- (iv) to make corresponding adjustments to the relevant matters or determine whether to continue the issue in accordance with the practical situation in the case of any changes in opinions from regulatory authorities, the policies and market conditions except where re-voting at a general meeting is required by any relevant laws and regulations and the Articles of Association;
- (v) to deal with all relevant matters in relation to the reporting and listing of the debt financing instruments;
- (vi) to determine the engagement of necessary intermediary agencies in relation to the issue of the debt financing instruments; and
- (vii) to deal with other specific matters in relation to the issue of debt financing instruments.

### VII. PROPOSED ISSUE OF THE CORPORATE BONDS

To satisfy the operation needs of the Company and lower the financial costs, on 29 March 2020, the Board resolved to propose the issue of the Corporate Bonds in the PRC.

According to the laws of the PRC and the Articles of Association, the proposed issue of the Corporate Bonds is subject to the approval of the Shareholders at the general meeting of the Company and the approval from the relevant PRC regulatory authorities. Relevant proposal will be put forward at the AGM for Shareholders' consideration and approval as a special resolution.

Particulars of the issue of the Corporate Bonds, if it proceeds, are as follows:

- |                      |  |
|----------------------|--|
| Issue size:          | The Corporate Bonds shall have an issue size of no more than RMB15 billion (inclusive). A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine the specific issue size and type of bonds based on the funding needs of the Company and the market conditions prevailing at the time of issue within the aforesaid range. |
| Issue method:        | The Corporate Bonds shall be issued in tranches. A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine the specific issue method based on the funding needs of the Company and the market conditions prevailing at the time of issue.   |
| Placing arrangement: | The Corporate Bonds will be issued to professional investors who meet the subscription requirements and will not be placed to the Shareholders with priority.  |

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## LETTER FORM THE BOARD

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- Maturity:** The Corporate Bonds shall have a term of not exceeding 10 years (inclusive). For the type of bonds, it shall be either of a single term, or of a combination of multiple terms. A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine specific terms of maturity and the issuing size of each type based on the funding needs of the Company and the market conditions prevailing at the time of issue.
- Interest rate:** A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine the nominal interest rate and the payment method according to the market conditions prevailing at the time of issue and by way of market enquiry, after arm's length negotiation with the lead underwriter.
- Use of proceeds:** After deducting issue expenses, the proceeds of this issue will be used for repaying the debts of the Company, supplementing the working capital of the Company and other one or several use(s) in compliance purpose. A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to determine the specific use of proceeds based on the funding needs of the Company.
- Guaranty:** The Corporate Bonds are unsecured bonds.
- Listing place:** Upon completion of the issue of the Corporate Bonds, the Company will apply for listing of the Corporate Bonds on the Shanghai Stock Exchange. A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to deal with listing and trading matters in accordance with the relevant regulations of the Shanghai Stock Exchange.
- Guarantee measures for repayment:** A proposal will be presented to the general meeting for authorizing the Board or its authorized person(s) to implement, as a minimum, the following guarantee measures, in the event that the Company expects that it is unable to repay the principal and interests of the Corporate Bonds as scheduled, or the Company is unable to repay the principal and interests of the Corporate Bonds when they become due:
- (i) no dividend will be distributed to the Shareholders;

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## LETTER FORM THE BOARD

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- (ii) suspend the implementation of projects that incur capital expenditure such as material external investments, acquisitions and mergers;
- (iii) payment of salary and bonus of the Directors and senior management of the Company will be adjusted, reduced or ceased; and
- (iv) key personnel accountable for such event will not be allowed for resignation.

Term of validity of the resolution: The term of validity of the resolution passed at the general meeting in relation to the proposed issue of the Corporate Bonds shall be 36 months from the date of approval at the general meeting. If the Board or its authorised person(s) has resolved to issue or partly issue during the valid period of authorization, and the Company has obtained the approval or permit of the issue from the regulatory authorities in the valid period of the resolution, the Company may complete the relevant issue during the valid period of such approval or permit.

Subject to the Shareholders' approval at the AGM, the Board or the person(s) authorized by the Board, will be authorized to do the following, including but without limitation to:

- (1) in accordance with the laws and regulations, relevant provisions of regulatory authorities and the resolutions adopted at the general meeting of the Company, as well as the Company and the bond market's actual situation, to determine and adjust the specific plan of the issue of the Corporate Bonds, including but not limited to the issue size of the Corporate Bonds, issue method (including whether to issue in tranches, amount for each tranche, etc.), specific terms of maturity and the issue size of each maturity type, whether to include redemption provision or put-back provision, interest rate of the bonds, principal and interest repayment, use of the proceeds, guaranty arrangement, guarantee measures for repayment (including but not limited to the guarantee measures for repayment under this issue plan), specific purchase methods, specific placing arrangements, bond listing, and all matters related to this issue plan;
- (2) to determine the engagement of professional agents to assist the Company in handling the matters related to the application and listing for the Corporate Bonds;
- (3) to formulate, approve, execute, amend and announce all the legal documents regarding the issue of the Corporate Bonds, and to make suitable supplements and adjustments on the application documents in accordance with the requirements of the regulatory authorities;
- (4) to select the bond trustee, execute the bond trustee management agreement and formulate the rules of bondholders' meeting;

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## LETTER FORM THE BOARD

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- (5) upon the completion of the issue of the Corporate Bonds, to take the actions regarding the listing of the Corporate Bonds;
- (6) if there is any change on the opinions of the regulatory authorities, policies or market conditions, to make suitable adjustments on the matters of the issue of the Corporate Bonds, or to decide whether to proceed the issue of the Corporate Bonds based on the actual situations, except for the matters which are subject to the Shareholders' approval in accordance with the relevant laws, regulations and the Articles of Association; and
- (7) to take all other relevant actions regarding the issue of the Corporate Bonds.

The Board will present resolution to the general meeting for authorizing the Board and agreeing the Board in turn to authorize Mr. Li Zhiming, the chairman of the Board and an executive Director, to be the authorized person of this issue, and to represent the Company to deal specifically with the issue and listing related matters, in accordance with the resolution of the general meeting and the authorization of the Board. The foregoing authorization shall be valid from the date of approval at the general meeting to the date when the authorized matters are completed.

The Board believes that the proposed issue of the Corporate Bonds will provide the Company with a source of medium-term to long-term funding at an interest rate which is expected to be more favourable than that generally available for loans from commercial banks. The Board considers that the proposed issue of the Corporate Bonds will lower the Company's costs of borrowings and improve the debt structure of the Company.

### **VIII. AGM, H SHAREHOLDERS' CLASS MEETING AND DOMESTIC SHAREHOLDERS' CLASS MEETING**

The notices convening the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to be held at 9:00 a.m., 10:00 a.m. (or immediately after the conclusion of the AGM) and 10:15 a.m. (or immediately after the conclusion of the H Shareholders' Class Meeting) on Thursday, 11 June 2020 at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the PRC are set out at the end of this circular.

Reply slips and proxy forms to be used at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are also enclosed herein and published on the website of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders who intend to appoint a proxy to attend the above meeting(s) shall complete and return the appropriate proxy form in accordance with the instructions printed thereon.

For holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the respective time for holding the AGM and the H Shareholders' Class Meeting in order for such documents to be valid. For holders of Domestic Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the

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## LETTER FORM THE BOARD

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appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Board Office of the Company in the PRC at Room 1603, Sinopharm Plaza, No.1001 Zhongshan West Road, Changning District, Shanghai, not less than 24 hours before the respective time for holding the AGM and the Domestic Shareholders' Class Meeting in order for such documents to be valid.

Holders of H Shares and Domestic Shares, who intend to attend the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting must complete the reply slip and return it to the Board Office of the Company not later than 20 days before the date of above meeting(s), i.e. no later than Thursday, 21 May 2020.

Pursuant to the Articles of Association, for the purpose of holding the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, the register of members of the Company will be closed from Tuesday, 12 May 2020 to Thursday, 11 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 12 May 2020 are entitled to attend and vote at the AGM, and holders of the corresponding class of Shares whose name appear on the register of members of the Company on the same day are eligible to attend and vote at the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, respectively.

In order to attend the AGM and the H Shareholders' Class Meeting, holders of H Shares shall lodge all transfer documents together with the relevant Share certificates to Computershare Hong Kong Investor Services Limited, the Company's share registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 11 May 2020.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the AGM in accordance with the Articles of Association. An announcement on the poll vote results will be made by the Company after the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

### **IX. RECOMMENDATION**

The Directors consider that all of the aforesaid resolutions are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

Yours faithfully,  
By Order of the Board  
**Sinopharm Group Co. Ltd.**  
**Li Zhiming**  
*Chairman*

The proposed amendments to the Articles of Association are as follows (the amendments are indicated in underlines and strikethroughs):

No.	Original Articles	Amended Articles	Basis of Amendments
1	<p><b>Article 6</b></p> <p>The Company amended the original articles of association (hereinafter referred to as the “Original Articles”) and formulated the articles of association of the Company (hereinafter referred to as the “Articles”) at the Extraordinary General Meeting held on 8 October 2008 in accordance with the Company Law, Special Regulations, Mandatory Provisions and other relevant laws and administrative regulations.</p>	<p><b>Article 6</b></p> <p>The Company amended the original articles of association (hereinafter referred to as the “Original Articles”) and formulated the articles of association of the Company (hereinafter referred to as the “Articles”) <del>at the Extraordinary General Meeting held on 8 October 2008</del> in accordance with the Company Law, Special Regulations, Mandatory Provisions, <u>the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies</u> and other relevant laws and administrative regulations.</p>	Amended according to the Reply

No.	Original Articles	Amended Articles	Basis of Amendments
2	<p><b>Article 14</b></p> <p>The business scope of the Company shall be such items as approved by the relevant registration authority responsible for the Company.</p> <p>The scope of business of the Company includes: industrial investment holding, pharmaceutical enterprise entrust management and asset restructuring, traditional Chinese medicines, Chinese medicine drinking tablets, chemical medicine preparations, pharmaceutical ingredients of chemical medicines, antibiotics, biochemical ingredients of chemical medicines, antibiotics, biochemical medicines, biological products, anesthetics, medicines for psychiatric diseases, medical toxic drugs (compatible with the scope of business), external pharmaceutical diagnostic reagents, vaccines, protein anabolic preparations, peptide hormones, medical device category III: sales of medical devices (see the medical device business license for details of business scope), category II: sales of medical devices (business scope is subject to the medical device operation filing), technology development, technology transfer, technical consultation and technical services as to the medical science and technology area, sterilization products, chemical raw materials and products (except for dangerous chemicals, monitoring chemicals, fireworks, flammable and explosive materials, explosives used by the general public), business management consultation, business consultation, consultation and investigation of market information (not allowed to engage in social surveys, social research, public opinion polls, public opinion surveys), data processing services, e-commerce (not allowed to engage in value-added telecommunications and financial services), daily necessities, textiles and knitwear, sports equipment, household appliances, electronic products, furniture, toys, edible agricultural products, design, production agents, publication of various types of domestic and foreign advertisement, sale and management of food (in dematerialised form), domestic trading (excluding those that require special approvals), logistics and distribution, sale of all information advisory services, import and export of various goods and technologies (catalogue of imported and exported goods not attached), but excluding the goods and technologies that are restricted or prohibited from import or export. Any business which requires administrative approvals shall be operated under the required permit.</p>	<p><b>Article 14</b></p> <p>The business scope of the Company shall be such items as approved by the relevant registration authority responsible for the Company.</p> <p>The scope of business of the Company includes: industrial investment holding, pharmaceutical enterprise entrust management and asset restructuring, traditional Chinese medicines, Chinese medicine drinking tablets, chemical medicine preparations, pharmaceutical ingredients of chemical medicines, antibiotics, biochemical ingredients of chemical medicines, antibiotics, biochemical medicines, biological products, anesthetics, medicines for psychiatric diseases, medical toxic drugs (compatible with the scope of business), external pharmaceutical diagnostic reagents, vaccines, protein anabolic preparations, peptide hormones, medical device <del>category III: sales of medical devices (see the medical device business license for details of business scope), category II: sales of medical devices (business scope is subject to the medical device operation filing),</del> <b>operation, sale and management of food (in dematerialised form),</b> technology development, technology transfer, technical consultation and technical services as to the medical science and technology area, <del>sterilization products,</del> chemical raw materials and products (except for dangerous chemicals, monitoring chemicals, fireworks, flammable and explosive materials, explosives used by the general public), business management consultation, business consultation, consultation and investigation of market information (not allowed to engage in social surveys, social research, public opinion polls, public opinion surveys), data processing services, e-commerce (not allowed to engage in value-added telecommunications and financial services), <b>sterilization products,</b> daily necessities, textiles and knitwear, <b>clothing, protective goods, labor protection products,</b> sports equipment, household appliances, electronic products, furniture, toys, edible agricultural products, <del>design, production agents, publication of various types of domestic and foreign advertisement, sale and management of food (in dematerialised form), domestic trading (excluding those that require special approvals), logistics and distribution,</del> <b>sale of cosmetics and sports products, design and production agents and publication of various types of domestic and foreign advertisement,</b> sale and management of food (in dematerialised form), import and export of various goods and technologies (catalogue of imported and exported goods not attached), logistics and distribution, <del>sale of all information advisory services, sale of cosmetics and sports products and related advisory services,</del> but excluding the goods and technologies that are restricted or prohibited from import or export. Any business which requires administrative approvals shall be operated under the required permit.</p>	<p>The current Article 14 was considered and approved at the general meeting of the Company held on 21 September 2018, and the proposed amendments to this Article include the adjustment of order of certain items and combination of certain categories according to the requirements of relevant regulatory authorities during the filing of the business scope, as well as new items which are proposed according to the actual needs of the Company</p>

No.	Original Articles	Amended Articles	Basis of Amendments
3	<p><b>Article 22</b></p> <p>.....</p> <p>After completion of the above placing of overseas-listed foreign invested ordinary shares, according to the approvals of the general meeting, the board of directors and relevant regulatory authorities, the Company acquired 60% equity interest of China National Scientific Instruments and Materials Co. Ltd. by issuance of 204,561,102 domestic shares to China National Pharmaceutical Group Co., Ltd. under general mandate. Upon completion of the issuance of domestic shares, the Company's registered capital was RMB2,971,656,191 with a nominal value of RMB1.00 each, of which 207,289,498 shares were held by China National Pharmaceutical Group Co., Ltd. (the promoter of the Company), 1,571,555,953 shares were held by Sinopharm Industrial Investment Co., Ltd. (the other promoter of the Company), and 1,192,810,740 shares were held by holders of the overseas-listed foreign invested shares.</p>	<p><b>Article 22</b></p> <p>.....</p> <p>After completion of the above placing of overseas-listed foreign invested ordinary shares, according to the approvals of the general meeting, the board of directors and relevant regulatory authorities, the Company acquired 60% equity interest of China National Scientific Instruments and Materials Co. Ltd. by issuance of 204,561,102 domestic shares to China National Pharmaceutical Group Co., Ltd. under general mandate. Upon completion of the issuance of domestic shares, the Company's registered capital was RMB2,971,656,191 with a nominal value of RMB1.00 each, of which 207,289,498 shares were held by China National Pharmaceutical Group Co., Ltd. (the promoter of the Company), 1,571,555,953 shares were held by Sinopharm Industrial Investment Co., Ltd. (the other promoter of the Company), and 1,192,810,740 shares were held by holders of the overseas-listed foreign invested shares.</p> <p><u>After the completion of the above issuance of domestic shares for the acquisition of the assets, according to the general mandate granted at the 2018 annual general meeting and the approvals from the board of directors and relevant regulatory authorities, the Company issued additional 149,000,000 overseas-listed foreign invested shares to at least 6 investors by way of placing. Upon completion of the placing, the Company's registered capital was RMB3,120,656,191 with a nominal value of RMB1.00 each, of which 207,289,498 shares were held by China National Pharmaceutical Group Co., Ltd. (the promoter of the Company), 1,571,555,953 shares were held by Sinopharm Industrial Investment Co., Ltd., and 1,341,810,740 shares were held by holders of the overseas-listed foreign invested shares.</u></p>	<p>Amended based on the actual circumstances of the Company that the Company completed the placing of 149,000,000 H shares in January 2020</p>
4	<p><b>Article 42</b></p> <p>No change may be made in the register of shareholders as a result of a transfer of shares within thirty (30) days prior to the date of a general meeting or within five (5) days before the determination date for the Company's distribution of dividends.</p>	<p><b>Article 42</b></p> <p><u>No change may be made in the register of shareholders as a result of a transfer of shares within thirty (30) days prior to the date of a general meeting or within five (5) days before the determination date for the Company's distribution of dividends. Where laws, administrative regulations, ministry regulations, normative rules, and securities regulatory authorities or stock exchange of the place where the shares of the Company are listed provide for the closure period of register of members before the shareholders' general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</u></p>	<p>Amended in accordance with the Reply and based on relevant laws, regulations and regulatory rules</p>



No.	Original Articles	Amended Articles	Basis of Amendments
5	<p><b>Article 57</b></p> <p>When the Company convenes a general meeting, written notice of the meeting shall be given forty-five (45) days (excluding the date of the general meeting but including the date of the relevant notice) before the date of the meeting to notify all shareholders in the register of shareholders of the matters to be considered and the date and venue of the meeting. A shareholder who intends to attend the meeting shall deliver his/her/its reply slip for attending the meeting to the Company twenty (20) days before the date of the meeting.</p>	<p><b>Article 57</b></p> <p>When the Company convenes <u>an annual</u> general meeting, written notice of the meeting shall be given <u>twenty (20) days</u> <del>forty-five (45) days (excluding the date of the general meeting but including the date of the relevant notice)</del> before the date of the meeting, <u>and when the Company convenes an extraordinary general meeting, written notice of the meeting shall be given fifteen (15) days before the date of the meeting,</u> to notify all shareholders in the register of shareholders of the matters to be considered and the date and venue of the meeting. <del>A shareholder who intends to attend the meeting shall deliver his/her/its reply slip for attending the meeting to the Company twenty (20) days before the date of the meeting.</del> <u>Where laws, administrative regulations, ministry regulations, normative rules, and securities regulatory authorities or stock exchange of the place where the shares of the Company are listed have other provisions, such provisions shall prevail.</u></p> <p><u>When calculating the period for issuing the notice, the date of the meeting shall be excluded, but the date of the notice shall be included.</u></p>	<p>Amended in accordance with the Reply and the Company Law (amended 2018)</p>

No.	Original Articles	Amended Articles	Basis of Amendments
6	<p><b>Article 58</b></p> <p>When the Company convenes an annual general meeting, the board of directors, the supervisory committee and shareholders who individually or jointly hold in aggregate five percent (5%) or more of the voting rights of the Company shall be entitled to propose new resolutions in writing to the Company. The Company shall include resolutions falling within the scope of power of the general meeting into the agenda of such meeting.</p> <p>The contents of the resolutions shall be within the scope of power of the general meetings, include a clear subject and specific matters to be resolved and comply with laws, administrative regulations and relevant requirements in these Articles.</p> <p>Shareholders who individually or jointly hold in aggregate three percent (3%) or more of the shares of the Company shall be entitled to propose resolutions and submit the same in writing to the board of directors ten (10) days prior to the date of the general meeting. The board of directors shall issue a supplementary notice of the general meeting setting out the proposed resolutions within two (2) days after the receipt of the proposed resolution(s), and submit such resolution(s) to the general meeting for consideration. Where the issue of the supplementary notice of the general meeting fails to meet the relevant requirements of issue of the supplementary notice stipulated by the listing rules of the place where the shares of the Company are listed, the Company shall adjourn the general meeting as appropriate. The content of the proposed resolution(s) shall be within the scope of power of the general meeting, and shall have a clear matter and concrete terms to be decided.</p> <p>Save as provided for in the preceding paragraph, upon publication of the notice of the general meeting by the board of directors, no alteration to the matters stated in the resolution(s) of the general meeting or addition to the resolution(s) will be allowed.</p> <p>Resolutions which are not specified in the notice of annual general meeting or complied with the provisions under the second and third paragraphs of this article shall not be voted or resolved at the general meeting.</p>	<p><b>Article 58</b></p> <p><del>When the Company convenes an annual general meeting, the board of directors, the supervisory committee and shareholders who individually or jointly hold in aggregate five percent (5%) or more of the voting rights of the Company shall be entitled to propose new resolutions in writing to the Company. The Company shall include resolutions falling within the scope of power of the general meeting into the agenda of such meeting.</del></p> <p>The contents of the resolutions shall be within the scope of power of the general meetings, include a clear subject and specific matters to be resolved and comply with laws, administrative regulations and relevant requirements in these Articles.</p> <p>Shareholders who individually or jointly hold in aggregate three percent (3%) or more of the shares of the Company shall be entitled to propose resolutions and submit the same in writing to the board of directors ten (10) days prior to the date of the general meeting. The board of directors shall issue a supplementary notice of the general meeting setting out the proposed resolutions within two (2) days after the receipt of the proposed resolution(s), and submit such resolution(s) to the general meeting for consideration. Where the issue of the supplementary notice of the general meeting fails to meet the relevant requirements of issue of the supplementary notice stipulated by the listing rules of the place where the shares of the Company are listed, the Company shall adjourn the general meeting as appropriate. The content of the proposed resolution(s) shall be within the scope of power of the general meeting, and shall have a clear matter and concrete terms to be decided.</p> <p>Save as provided for in the preceding paragraph, upon publication of the notice of the general meeting by the board of directors, no alteration to the matters stated in the resolution(s) of the general meeting or addition to the resolution(s) will be allowed.</p> <p>Resolutions which are not specified in the notice of annual general meeting or complied with the provisions under the <del>second</del> <b>first</b> and <del>third</del> <b>second</b> paragraphs of this article shall not be voted or resolved at the general meeting.</p>	<p>Amended according to the Reply</p>

No.	Original Articles	Amended Articles	Basis of Amendments
7	<p><b>Article 59</b></p> <p>The Company shall, based on the reply slip received twenty (20) days before the date of the general meeting (excluding the date of the general meeting), calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half (1/2) of the Company's total voting shares, the Company may hold the general meeting; Otherwise, the Company shall within five (5) days notify the shareholders again, by way of an announcement, of the matters to be considered at, and the venue and date for, the meeting. The Company may then proceed to hold the general meeting.</p> <p>No resolution shall be decided at the extraordinary general meetings on matters not specified in the notice.</p>	<p><b>Article 59</b></p> <p><del>The Company shall, based on the reply slip received twenty (20) days before the date of the general meeting (excluding the date of the general meeting), calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half (1/2) of the Company's total voting shares, the Company may hold the general meeting; Otherwise, the Company shall within five (5) days notify the shareholders again, by way of an announcement, of the matters to be considered at, and the venue and date for, the meeting. The Company may then proceed to hold the general meeting.</del></p> <p>No resolution shall be decided at the extraordinary general meetings on matters not specified in the notice.</p>	Amended according to the Reply
8	<p><b>Article 61</b></p> <p>Unless otherwise provided by the relevant laws, regulations, listing rules of the place where the shares of the Company are listed and these Articles, the notice of the general meeting shall be delivered by hand or by pre-paid post to shareholders (whether such shareholder has a voting right at the general meeting or not) and the address of the recipient shall be the address registered in the register of shareholders. The notice of the general meeting may be in the form of an announcement for shareholders of domestic- invested shares.</p> <p>The announcement aforesaid shall be published in newspapers as specified by the securities regulatory authorities of the State Council forty-five (45) to fifty (50) days before the date of the meeting. All shareholders of domestic-invested shares shall be deemed as having received the notice of the general meeting upon the publication of the announcement.</p>	<p><b>Article 61</b></p> <p>Unless otherwise provided by the relevant laws, regulations, listing rules of the place where the shares of the Company are listed and these Articles, the notice of the general meeting shall be delivered by hand or by pre-paid post to shareholders (whether such shareholder has a voting right at the general meeting or not) and the address of the recipient shall be the address registered in the register of shareholders. The notice of the general meeting may be in the form of an announcement for shareholders of domestic- invested shares.</p> <p>The announcement aforesaid shall be published in newspapers as specified by the securities regulatory authorities of the State Council <u>or the websites of the Company and the Hong Kong Stock Exchange</u> forty-five (45) to fifty (50) days before the date of the meeting. All shareholders of domestic-invested shares shall be deemed as having received the notice of the general meeting upon the publication of the announcement.</p>	Amended according to the Reply and based on the actual circumstances of the Company

No.	Original Articles	Amended Articles	Basis of Amendments
9	<p><b>Article 91</b></p> <p>A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five (45) days before the date of the class meeting (not including the date of the meeting). Such notice shall give such shareholders notice of the matters to be considered at such meeting as well as the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his/her/its written reply in respect thereof to the Company twenty (20) days before the date of the class meeting (not including the date of the meeting).</p> <p>If the shareholders who intend to attend such class meeting represent more than half (1/2) of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matter to be considered as well as the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</p>	<p><b>Article 91</b></p> <p>A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders <del>forty-five (45) days before the date of the class meeting (not including the date of the meeting)</del> <u>according to the requirements of Article 57 of the Articles</u>. Such notice shall give such shareholders notice of the matters to be considered at such meeting as well as the date and the place of the class meeting. <del>A shareholder who intends to attend the class meeting shall deliver his/her/its written reply in respect thereof to the Company twenty (20) days before the date of the class meeting (not including the date of the meeting).</del></p> <p><del>If the shareholders who intend to attend such class meeting represent more than half (1/2) of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matter to be considered as well as the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.</del></p>	Amended according to the Reply

The proposed amendments to the Rules of Procedure of the General Meeting of the Shareholders are as follows (the amendments are indicated in underlines and strikethroughs):

No.	Original Articles	Amended Articles	Basis of Amendments
1	<p><b>Article 11</b></p> <p>When the Company convenes an annual general meeting, the board of directors, the supervisory committee and shareholders who individually or jointly hold in aggregate five percent (5%) or more of the voting rights of the Company shall be entitled to propose new resolutions in writing to the Company. The Company shall include resolutions falling within the scope of power of the general meeting into the agenda of such meeting.</p> <p>Shareholders who individually or jointly hold in aggregate three percent (3%) or more of the shares of the Company shall be entitled to propose resolutions and submit the same in writing to the board of directors ten (10) days prior to the date of the general meeting. The board of directors shall issue a supplementary notice of the general meeting setting out the proposed resolutions within two (2) days after the receipt of the proposed resolution(s), and submit such resolution(s) to the general meeting for consideration. Where the issue of the supplementary notice of the general meeting fails to meet the relevant requirements of issue of the supplementary notice stipulated by the listing rules of the place where the shares of the Company are listed, the Company shall adjourn the general meeting as appropriate. The content of the proposed resolution(s) shall be within the scope of power of the general meeting, and shall have a clear matter and concrete terms to be decided.</p> <p>Save as provided for in the preceding paragraph, upon publication of the notice of the general meeting by the board of directors, no alteration to the matters stated in the resolution(s) of the general meeting or addition to the resolution(s) will be allowed.</p> <p>Resolutions which are not specified in the notice of annual general meeting or complied with the provisions under the second and third paragraphs of this article shall not be voted or resolved at the general meeting.</p>	<p><b>Article 11</b></p> <p><del>When the Company convenes an annual general meeting, the board of directors, the supervisory committee and shareholders who individually or jointly hold in aggregate five percent (5%) or more of the voting rights of the Company shall be entitled to propose new resolutions in writing to the Company. The Company shall include resolutions falling within the scope of power of the general meeting into the agenda of such meeting.</del></p> <p>Shareholders who individually or jointly hold in aggregate three percent (3%) or more of the shares of the Company shall be entitled to propose resolutions and submit the same in writing to the board of directors ten (10) days prior to the date of the general meeting. The board of directors shall issue a supplementary notice of the general meeting setting out the proposed resolutions within two (2) days after the receipt of the proposed resolution(s), and submit such resolution(s) to the general meeting for consideration. Where the issue of the supplementary notice of the general meeting fails to meet the relevant requirements of issue of the supplementary notice stipulated by the listing rules of the place where the shares of the Company are listed, the Company shall adjourn the general meeting as appropriate. The content of the proposed resolution(s) shall be within the scope of power of the general meeting, and shall have a clear matter and concrete terms to be decided.</p> <p>Save as provided for in the preceding paragraph, upon publication of the notice of the general meeting by the board of directors, no alteration to the matters stated in the resolution(s) of the general meeting or addition to the resolution(s) will be allowed.</p> <p>Resolutions which are not specified in the notice of annual general meeting or complied with the provisions under the second and third paragraphs of this article shall not be voted or resolved at the general meeting.</p>	Amended according to the Reply

No.	Original Articles	Amended Articles	Basis of Amendments
2	<p><b>Article 12</b></p> <p>When the Company convenes a general meeting, written notice of the meeting shall be given forty-five (45) days (excluding the date of the general meeting but including the date of the relevant notice) before the date of the meeting to notify all shareholders in the register of shareholders of the matters to be considered and the date and venue of the meeting. A shareholder who intends to attend the meeting shall deliver his/her/its reply slip for attending the meeting to the Company twenty (20) days before the date of the meeting.</p>	<p><b>Article 12</b></p> <p>When the Company convenes <u>an annual</u> general meeting, written notice of the meeting shall be given <u>twenty (20) days</u> <del>forty-five (45) days (excluding the date of the general meeting but including the date of the relevant notice)</del> before the date of the meeting, <u>and when the Company convenes an extraordinary general meeting, written notice of the meeting shall be given fifteen (15) days before the date of the meeting,</u> to notify all shareholders in the register of shareholders of the matters to be considered and the date and venue of the meeting. <del>A shareholder who intends to attend the meeting shall deliver his/her/its reply slip for attending the meeting to the Company twenty (20) days before the date of the meeting.</del> <u>Where laws, administrative regulations, ministry regulations, normative rules, and securities regulatory authorities or stock exchange of the place where the shares of the Company are listed have other provisions, such provisions shall prevail.</u></p> <p><u>When calculating the period for issuing the notice, the date of the meeting shall be excluded, but the date of the notice shall be included.</u></p>	<p>Amended in accordance with the Reply and the Company Law (amended 2018)</p>
3	<p><b>Article 51</b></p> <p>These Rules of Procedure and any amendments thereto are formulated by the Board and shall come into effect from the date of approval at a shareholders' general meeting.</p> <p>This version was considered and passed at 2014 third extraordinary general meeting of the Company.</p>	<p><b>Article 51</b></p> <p>These Rules of Procedure and any amendments thereto are formulated by the Board and shall come into effect from the date of approval at a shareholders' general meeting.</p> <p><del>This version was considered and passed at 2014 third extraordinary general meeting of the Company.</del></p>	<p>Amended based on the actual circumstances of the Company</p>

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## NOTICE OF AGM

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国药集团  
SINOPHARM

# 國藥控股股份有限公司 SINOPHARM GROUP CO. LTD.\*

(A joint stock limited company incorporated in the People's Republic of China with limited liability  
and carrying on business in Hong Kong as 國控股份有限公司)

(Stock Code: 01099)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for the year 2019 (the “**AGM**”) of Sinopharm Group Co. Ltd. (the “**Company**”) will be held at 9:00 a.m. on Thursday, 11 June 2020 at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the People's Republic of China (the “**PRC**”), for the purpose of considering, and if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2019.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2019.
3. To consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2019 and the auditors' report.
4. To consider and approve the profit distribution plan and payment of the final dividend for the year ended 31 December 2019.
5. To consider and authorize the Board to determine the remuneration of the directors of the Company (the “**Directors**”) for the year ending 31 December 2020.
6. To consider and authorize the Supervisory Committee to determine the remuneration of the supervisors of the Company for the year ending 31 December 2020.

\* The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name “Sinopharm Group Co. Ltd.”.

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7. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting, and the appointment of Ernst & Young as the international auditor of the Company to hold office until the conclusion of the next annual general meeting, and to ratify and confirm their remunerations determined by the audit committee of the Board.
8. To consider and approve the delegation of the power to the Board to approve the guarantees in favor of other entities with an aggregate total value of not more than 30% of the latest audited total assets of the Company over a period of 12 months; and if the above delegation is not consistent with, collides with or conflicts with the requirements under the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) or other requirements of the Hong Kong Stock Exchange, the requirements under the Hong Kong Listing Rules or other requirements of the Hong Kong Stock Exchange should be followed.
9. To consider and approve the amendments to the rules of procedure of the general meeting of the Shareholders of the Company as set out in Appendix II of the circular dated 24 April 2020 of the Company.

### SPECIAL RESOLUTIONS

10. To consider and approve the grant of a general mandate to the Board to issue new shares:

**“THAT:**

- (a) subject to sub-paragraphs (i) to (iii) below, the Board be and is hereby granted an unconditional general mandate to separately or concurrently allot, issue and/or deal with ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities (the “**Domestic Shares**”) and/or overseas-listed foreign invested ordinary shares of par value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (the “**H Shares**”), and to make or grant offers, agreements or options, and rights to exchange or convert into shares (including bonds, warrants and securities or debentures convertible into shares) in respect thereof:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options, and rights to exchange or convert into shares (including bonds, warrants and securities or debentures convertible into shares) which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) the aggregate nominal amount of Domestic Shares and/or H Shares to be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with (whether pursuant to an option or otherwise) by the



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## NOTICE OF AGM

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Board shall not exceed 20% of the aggregate nominal amount of each of the existing issued Domestic Shares and H Shares as at the date on which this resolution is passed; and

- (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Hong Kong Listing Rules (as amended from time to time) and the requirements of the relevant PRC regulatory authorities;

- (b) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting; and

- (c) contingent on the Board’s resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and to reflect the new share capital structure of the Company upon completion of the allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution.”

- 11. To consider and approve the amendments to the articles of association of the Company (the “**Articles of Association**”) as set out in Appendix I of the circular dated 24 April 2020 of the Company, and to authorise any executive Director to handle the approval and filing procedures with relevant regulatory authorities in relation to such amendments, and to make wording adjustments to such amendments according to opinions of regulatory authorities.

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## NOTICE OF AGM

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12. To consider and approve:

**“THAT:**

- (a) the Company be and is hereby authorised to issue debt financing instruments (the “**Debt Financing Instruments**”) with the aggregate amount limit for all bonds for which registration is applied for being no more than RMB30 billion;
- (b) the president of the Company be and is hereby authorized to deal with all the matters in relation to the proposed issue of Debt Financing Instruments in his sole discretion, including but not limited to:
  - (i) according to laws, regulations, and the specific conditions of the Company and debt market, to formulate, adjust and implement the specific plans, terms and conditions for the issue of the Debt Financing Instruments, including, among others, determination of the category(ies) of issue, the size of issue, the method of issue (including the issue amount in each tranche), the terms of issue, interest rate, use of proceeds, guarantee and debt security arrangements;
  - (ii) to formulate, approve, execute, modify and announce the legal documents relating to the issue, and make the appropriate adjustment or supplement to the filings pursuant to the requirements of the regulatory authorities;
  - (iii) to select the bond trustee(s), execute bond trustee management agreement(s) and promulgate the rules for bondholders’ general meeting;
  - (iv) to make corresponding adjustments to the relevant matters or determine whether to continue the issue in accordance with the practical situation in the case of any changes in opinions from regulatory authorities, the policies and market conditions except where re-voting at a general meeting is required by any relevant laws and regulations and the articles of association of the Company;
  - (v) to deal with all relevant matters in relation to the reporting and listing of the Debt Financing Instruments;
  - (vi) to determine the engagement of necessary intermediary agencies in relation to the issue of the Debt Financing Instruments; and
  - (vii) to deal with other specific matters in relation to the issue of Debt Financing Instruments;

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## NOTICE OF AGM

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- (c) The term of validity of this resolution is 36 months from the date of approval at the general meeting. If the president of the Company has resolved to issue or partly issue during the valid period of authorization, and the Company has obtained the approval or permit of the issue from the regulatory authorities within the valid period of this resolution, the Company may complete the relevant issue during the valid period of such approval or permit.”

13. To consider and approve:

**“THAT:**

- (a) the Company be and is hereby approved, within 36 months from the date of approval at the general meeting to issue corporate bonds in the PRC of no more than RMB15 billion (inclusive) in scale (the “**Corporate Bonds**”); if the Board or its authorised person(s) has resolved to issue or partly issue during the aforesaid period, and the Company has obtained the approval or permit of the issue from the regulatory authorities in the valid period of the resolution, the Company may complete the relevant issue during the valid period of such approval or permit.
- (b) the Board or the authorised person of the Board, being Mr. Li Zhiming, the chairman of the Board and an executive director of the Company, shall be authorised to do the following, including but not limited to:
  - (i) in accordance with the laws and regulations, relevant provisions of regulatory authorities and the resolutions adopted at the general meeting of the Company, as well as the Company and the bond market’s actual situation, to determine and adjust the specific plan of the issue of the Corporate Bonds, including but not limited to the issue size of the Corporate Bonds, issue method (including whether to issue in tranches, amount for each tranche, etc.), specific terms of maturity and the issue size of each maturity type, whether to include redemption provision or put-back provision, interest rate of the bonds, principal and interest repayment, use of the proceeds, guaranty arrangement, guarantee measures for repayment (including but not limited to the guarantee measures for repayment under this issue plan), specific purchase methods, specific placing arrangements, bond listing, and all matters related to this issue plan;
  - (ii) to determine the engagement of professional agents to assist the Company in handling the matters related to the application and listing for the Corporate Bonds;
  - (iii) to formulate, approve, execute, amend and announce all the legal documents regarding the issue of the Corporate Bonds, and to make suitable supplements and adjustments on the application documents in accordance with the requirements of the regulatory authorities;

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## NOTICE OF AGM

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- (iv) to select the bond trustee, execute the bond trustee management agreement and formulate the rules of bondholders' meeting;
- (v) upon the completion of the issue of the Corporate Bonds, to take the actions regarding the listing of the Corporate Bonds;
- (vi) if there is any change on the opinions of the regulatory authorities, policies or market conditions, to make suitable adjustments on the matters of the issue of the Corporate Bonds, or to decide whether to proceed the issue of the Corporate Bonds based on the actual situations, except for the matters which are subject to the Shareholders' approval in accordance with the relevant laws, regulations and the Articles of Association; and
- (vii) to take all other relevant actions regarding the issue of the Corporate Bonds.”

By Order of the Board  
**Sinopharm Group Co. Ltd.**  
**Li Zhiming**  
Chairman

Shanghai, the PRC  
24 April 2020

*As at the date of this notice, the executive directors of the Company are Mr. Li Zhiming, Mr. Yu Qingming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Ma Ping, Mr. Hu Jianwei, Mr. Deng Jindong, Mr. Wen Deyong, Ms. Guan Xiaohui and Ms. Dai Kun; and the independent non-executive directors of the Company are Mr. Yu Tze Shan Hailson, Mr. Tan Wee Seng, Mr. Liu Zhengdong, Mr. Zhuo Fumin and Mr. Chen Fangruo.*

*Notes:*

1. For the purpose of holding the AGM, the register of members of the Company (the “**Register of Members**”) will be closed from Tuesday, 12 May 2020 to Thursday, 11 June 2020 (both days inclusive), during which period no transfer of Shares can be registered.

In order to be qualified to attend and vote at the AGM, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 11 May 2020.

The Shareholders whose names appear on the register of members of the Company on Tuesday, 12 May 2020 are entitled to attend and vote at the AGM.

The Board has recommended a final dividend for the year ended 31 December 2019 of RMB0.60 per share (inclusive of tax) (the “**Final Dividend**”). If the resolution regarding the payment of the Final Dividend is approved by the Shareholders at the AGM, it is expected to be distributed no later than 11 August 2020 to the Shareholders whose names appear on the Register of Members on Monday, 22 June 2020.

For the purpose of the distribution of the Final Dividend, the Register of Members will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020 (both days inclusive) during which period no transfer of Shares will be registered.

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## NOTICE OF AGM

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In order to be qualified to receive the Final Dividend, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 16 June 2020.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares, to the Board Office of the Company in the PRC not less than 24 hours before the time appointed for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the AGM. If corporate Shareholders appoints authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
6. Shareholders who intend to attend the AGM should complete the reply slip for AGM and return it to the Board Office of the Company in the PRC by hand, by post or by fax on or before Thursday, 21 May 2020.
7. **Reminders in relation to COVID-19 pandemic prevention and control:** in the event that the prevention and control of the novel coronavirus pneumonia pandemic continues at the time of the AGM, in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective shareholders' rights, the Company recommends Shareholders and their proxies intending to attend the AGM to vote by completing and submitting the form of proxy, i.e. to indicate how you wish your votes to be cast in the form of proxy for AGM, and appoint the Chairman of the AGM as your proxy to vote on your behalf at the meeting.

In case the Shareholders or their proxies choose to attend the meeting in person, please comply with the policies and requirements of Shanghai regarding the prevention and control of novel coronavirus pneumonia pandemic. On the way to, from and at the venue of the AGM, please adopt proper personal preventive work. Upon arrival at the venue of the AGM, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.

8. The AGM is expected to take for less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
9. Contact details of the Board Office of the Company in the PRC are as follows:

Address:	Room 1603, Sinopharm Plaza, No.1001 Zhongshan West Road, Changning District, Shanghai, 200051, the PRC
Telephone No.:	(86 21) 2305 2147
Fax No.:	(86 21) 2305 2146

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## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

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国药集团  
SINOPHARM

# 國藥控股股份有限公司 SINOPHARM GROUP CO. LTD.\*

(A joint stock limited company incorporated in the People's Republic of China with limited liability  
and carrying on business in Hong Kong as 國控股份有限公司)

(Stock Code: 01099)

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Sinopharm Group Co. Ltd. (the "**Company**") will be held at 10:00 a.m. (or immediately after the conclusion of the annual general meeting for the year 2019) on Thursday, 11 June 2020 at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the People's Republic of China (the "**PRC**"), for the purpose of considering, and if thought fit, passing the following resolution:

### SPECIAL RESOLUTION

1. To consider and approve the amendments to Article 91 of the articles of association of the Company as set out in Appendix I of the circular dated 24 April 2020 of the Company.

By Order of the Board  
**Sinopharm Group Co. Ltd.**  
**Li Zhiming**  
Chairman

Shanghai, the PRC  
24 April 2020

*As at the date of this notice, the executive directors of the Company are Mr. Li Zhiming, Mr. Yu Qingming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Ma Ping, Mr. Hu Jianwei, Mr. Deng Jindong, Mr. Wen Deyong, Ms. Guan Xiaohui and Ms. Dai Kun; and the independent non-executive directors of the Company are Mr. Yu Tze Shan Hailson, Mr. Tan Wee Seng, Mr. Liu Zhengdong, Mr. Zhuo Fumin and Mr. Chen Fangruo.*

\* The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name "Sinopharm Group Co. Ltd."

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## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

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*Notes:*

1. The register of members of the Company be closed from Tuesday, 12 May 2020 to Thursday, 11 June 2020 (both days inclusive), during which period no transfer of Shares can be registered.

In order to be qualified to attend and vote at the H Shareholders' Class Meeting, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 11 May 2020.

The H Shareholders whose names appear on the register of members of the Company on Tuesday, 12 May 2020 are entitled to attend and vote at the H Shareholders' Class Meeting.

2. Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the H Shareholders' Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. H Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the H Shareholders' Class Meeting. If corporate Shareholders appoints authorised representative to attend the H Shareholders' Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the H Shareholders' Class Meeting.
6. H Shareholders who intend to attend the H Shareholders' Class Meeting should complete the reply slip for H Shareholders' Class Meeting and return it to the Board Office of the Company in the PRC by hand, by post or by fax on or before Thursday, 21 May 2020.
7. **Reminders in relation to COVID-19 pandemic prevention and control:** in the event that the prevention and control of the novel coronavirus pneumonia pandemic continues at the time of the H Shareholders' Class Meeting, in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective Shareholders' rights, the Company recommends H Shareholders and their proxies intending to attend the H Shareholders' Class Meeting to vote by completing and submitting the form of proxy, i.e. to indicate how you wish your votes to be cast in the form of proxy for H Shareholders' Class Meeting, and appoint the Chairman of the H Shareholders' Class Meeting as your proxy to vote on your behalf at the meeting.

In case the H Shareholders or their proxies choose to attend the meeting in person, please comply with the policies and requirements of Shanghai regarding the prevention and control of novel coronavirus pneumonia pandemic. On the way to, from and at the venue of the H Shareholders' Class Meeting, please adopt proper personal preventive work. Upon arrival at the venue of the H Shareholders' Class Meeting, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.

8. The H Shareholders' Class Meeting is expected to take for less than half a day. Shareholders attending the H Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.
9. Contact details of the Board Office of the Company in the PRC are as follows:

Address: Room 1603, Sinopharm Plaza, No.1001 Zhongshan West Road, Changning District, Shanghai, 200051, the PRC  
Telephone No.: (86 21) 2305 2147  
Fax No.: (86 21) 2305 2146

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## NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

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国药集团  
SINOPHARM

# 國藥控股股份有限公司 SINOPHARM GROUP CO. LTD.\*

(A joint stock limited company incorporated in the People's Republic of China with limited liability  
and carrying on business in Hong Kong as 國控股份有限公司)

(Stock Code: 01099)

## NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the domestic shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of Sinopharm Group Co. Ltd. (the "**Company**") will be held at 10:15 a.m. (or immediately after the conclusion of the H Shareholders' Class Meeting) on Thursday, 11 June 2020 at Meeting Room 1813, Sinopharm Plaza, No. 1001 Zhongshan West Road, Changning District, Shanghai, the People's Republic of China (the "**PRC**"), for the purpose of considering, and if thought fit, passing the following resolution:

### SPECIAL RESOLUTION

1. To consider and approve the amendments to Article 91 of the articles of association of the Company as set out in Appendix I of the circular dated 24 April 2020 of the Company.

By Order of the Board  
**Sinopharm Group Co. Ltd.**  
**Li Zhiming**  
Chairman

Shanghai, the PRC  
24 April 2020

*As at the date of this notice, the executive directors of the Company are Mr. Li Zhiming, Mr. Yu Qingming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Ma Ping, Mr. Hu Jianwei, Mr. Deng Jindong, Mr. Wen Deyong, Ms. Guan Xiaohui and Ms. Dai Kun; and the independent non-executive directors of the Company are Mr. Yu Tze Shan Hailson, Mr. Tan Wee Seng, Mr. Liu Zhengdong, Mr. Zhuo Fumin and Mr. Chen Fangruo.*

\* The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name "Sinopharm Group Co. Ltd.".



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## NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

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*Notes:*

1. The register of members of the Company will be closed from Tuesday, 12 May 2020 to Thursday, 11 June 2020 (both days inclusive), during which period no transfer of Shares can be registered. The Domestic Shareholders whose names appear on the register of members of the Company on Tuesday, 12 May 2020 are entitled to attend and vote at the Domestic Shareholders' Class Meeting.
2. Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited to the Board Office of the Company in the PRC not less than 24 hours before the time appointed for holding the Domestic Shareholders' Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting or any adjourned meetings should you so wish.
5. Domestic Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Domestic Shareholders' Class Meeting. If corporate Shareholders appoints authorised representative to attend the Domestic Shareholders' Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the Domestic Shareholders' Class Meeting.
6. Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting should complete the reply slip for Domestic Shareholders' Class Meeting and return it to the Board Office of the Company in the PRC by hand, by post or by fax on or before Thursday, 21 May 2020.
7. **Reminders in relation to COVID-19 pandemic prevention and control:** in the event that the prevention and control of the novel coronavirus pneumonia pandemic continues at the time of the Domestic Shareholders' Class Meeting, in order to cooperate with the prevention and control of the pandemic so as to safeguard the health and safety of the Shareholders and the participants of the meeting, at the same time ensuring that the Shareholders may exercise their respective Shareholders' rights, the Company recommends Domestic Shareholders and their proxies intending to attend the Domestic Shareholders' Class Meeting to vote by completing and submitting form of proxy, i.e. to indicate how you wish your votes to be cast in the form of proxy for Domestic Shareholders' Class Meeting, and appoint the Chairman of the Domestic Shareholders' Class Meeting as your proxy to vote on your behalf at the meeting.

In case the Domestic Shareholders or their proxies choose to attend the meeting in person, please comply with the policies and requirements of Shanghai regarding the prevention and control of novel coronavirus pneumonia pandemic. On the way to, from and at the venue of the Domestic Shareholders' Class Meeting, please adopt proper personal preventive work. Upon arrival at the venue of the Domestic Shareholders' Class Meeting, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.

8. The Domestic Shareholders' Class Meeting is expected to take for less than half a day. Shareholders attending the Domestic Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.
9. Contact details of the Board Office of the Company in the PRC are as follows:

Address:	Room 1603, Sinopharm Plaza, No.1001 Zhongshan West Road, Changning District, Shanghai, 200051, the PRC
Telephone No.:	(86 21) 2305 2147
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